

EXHIBIT 2

JESSE YOAKUM, *et al.*,
on behalf of themselves and all others
similarly situated,

V.

Defendants.

Case 4:19-cv-00718-BP Document 227-2 Filed 07/20/22 Page 2 of 31

discrimination. Since 2000, RG/2 has administered and distributed in excess of \$1.2 billion in class-action settlement proceeds. A true and accurate copy of the firm's publication describing RG/2's background and capabilities is attached hereto as Exhibit 1.

4. RG2 has been retained as the Settlement Administrator in this matter. As such, RG/2 is responsible for, among other things: (i) assisting and advising counsel in the development and administration of the plan of notice (the "Notice Plan") set forth in detail attached hereto as Exhibit 2; and (ii) administering the claims process set forth in detail in the Settlement Agreement.

5. The settlement class in this matter is comprised of all persons and other entities who purchased NAPA *Quality* Tractor Hydraulic & Transmission Fluid, Warren 303 Tractor Fluid, Carquest 303 Tractor Hydraulic Fluid, Coastal 303 Tractor Fluid, and/or Lubriguard Tractor Hydraulic and Transmission Oil (collectively referred to as "Warren THF") in any State in the United States, any territory and/or the District of Columbia, during the Class Period of July 27, 2014 to the present (the "Settlement Class").

6. I advised and assisted counsel in developing the Notice Plan for the Settlement Class, summarized below and described in more detail in Exhibit 2 hereto. The Notice Plan is designed to provide the Settlement Class with the best notice that is practicable under the circumstances through mail, e-mail, print, in-store, and other appropriate means, including individual notice to all members who can be identified through reasonable effort, in accordance with applicable standards under Fed. R. Civ. P. 23 and due process. The Notice Plan is also consistent with other effective court-approved notice programs in class-action matters and the Federal Judicial Center's (FJC) Judges' Class Action Notice and Claims Process Checklist and Plain Language Guide.

7. As explained in more detail below, and for the reasons set forth herein, it is my opinion that the Notice Plan summarized herein (i) provides the best notice that is practicable under the circumstances, and (ii) will provide notice to at least 75 percent of the Settlement Class, if not more.

PROPOSED NOTICE PLAN

8. The objective of the proposed Notice Plan is to provide notice of the proposed Settlement to members of the Settlement Class that satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process standards. Based upon information provided by counsel for Defendants, there are 147,944 class member in total.

9. I have worked with counsel in this matter to develop a Notice Plan comprised of two primary parts: (i) direct notice; and (ii) publication notice.

A. Direct Notice

10. Direct-mail notice of the Settlement will be provided via U.S. First-Class Mail to 123,433 members of the Settlement Class, estimated to comprise more than 80% percent of the total members of the Settlement Class.

11. Notice by e-mail will also be provided to 21,325 members of the Settlement Class.

12. After preliminary approval of the Settlement Agreement by the Court, Defendants' counsel will provide RG/2 with complete, or nearly complete, mailing addresses for what is estimated to be 123,433 members of the Settlement Class. After accounting for potential near-duplicates in class-member purchase data through review and processing, these numbers may be slightly lower.

13. Defendants will also provide phone numbers for 105,445 Class Members. To the extent that that data includes phone numbers for Class Members without previously provided

physical or email addresses, RG/2 will perform a reverse-address lookup and supplement the class list for the notice mailing.

14. RG/2 will then mail by bulk mailing the Mailed Class Notice in substantially the form attached as Exhibit E to the Settlement Agreement to the last known mailing address of each member of the Settlement Class for whom such information is available.

15. The Mailed Class Notice will summarize the Settlement and direct members of the Settlement Class to a website from which they may obtain more detailed information and documents, including, among other things, a Claim Form. The Mailed Class Notice will also contain a section in Spanish on the first page stating that detailed information regarding the proposed settlement and how to submit a claim is available in Spanish online through the designated settlement website, which is discussed in more detail below.

16. In addition, RG/2 will also transmit an electronic copy of the Mailed Class Notice described in the preceding paragraph to the approximately 21,325 members of the Settlement Class for whom Defendants have e-mail contact information. Each e-mail notice will include a unique identification number assigned to the member of the Settlement Class associated with the e-mail address. RG/2 will follow standard e-mail best practices to increase deliverability and bypass junk and SPAM filters, including through use of “unsubscribe” links and RG/2’s contact information.

17. After disseminating e-mail notice, RG/2 will track e-mail delivery attempts. If an item is returned as undeliverable (commonly referred to as a “bounce”) a reason is provided. If the return indicates that the e-mail address does not exist as attempted (commonly referred to as a “hard bounce”) no additional attempts to deliver the e-mail will be made. If the return indicates that the target inbox is full, that delivery has been blocked or deferred by the internet service provider, or that any other circumstances prevent delivery (commonly referred to as a “soft”

bounce), RG/2 will attempt to re-send the e-mail for period of 72 hours. If the e-mail still cannot be delivered after the 72-hour period, it will be deemed undeliverable and no additional delivery attempts will be made.

18. Overall, based on information provided by Defendants' counsel, RG/2 estimates it will be able to provide direct notice of the settlement through U.S. Mail or e-mail to approximately 120,000 or more members of the Settlement Class, estimated to comprise approximately 80 percent of the total members of the Settlement Class.

B. Publication Notice

19. Based on information provided by Defendants' counsel, there are estimated to be up to 30,000 or more members of the Settlement Class for whom direct mailing and e-mail information cannot reasonably be located, comprising what is estimated to be up to 20 percent of the total members of the Settlement Class.

20. At the start of the notice period, RG/2 will issue a Press Release through PRWeb to raise awareness of the settlement and it will be offered to online news outlets and other sites.

21. In order to reach these class members, RG/2 will cause notice (the "Publication Notice") to be published in four nationally based publications, targeted at farmers and the agriculture community—the expected demographics of persons who purchased Warren THF Products. Those publications include: Successful Farming, Progressive Farmer, Farm & Ranch Living, and Farm Journal. The circulation numbers for each of the publications is contained in the Notice Plan attached hereto as Exhibit 2.

22. The Publication Notice will be published once in each of the above-referenced publications on or after the date the direct-mail notice is sent by bulk mailing.

23. The Publication Notice will advise readers of the nature of the action, the definition of the Settlement Class, the claims asserted in the action, that members of the Settlement Class may enter an appearance through counsel, that the Court will exclude from the Settlement Class any member who requests exclusion, the deadline by which exclusion must be requested, and the binding effect of a class judgment on members of the Settlement Class. It will also direct members of the Settlement Class to a website from which they may obtain more detailed information and documents, including, among other things, a Claim Form. In addition, the Publication Notice will include a section in Spanish stating that detailed information regarding the proposed settlement and how to submit a claim is available in Spanish online on the designated settlement website, which is discussed below.

24. Collectively, the print publications are expected to reach over 1.26 million subscribers and newsreaders nationwide.

25. As an additional method for reaching members of the Settlement Class for whom there is no direct mailing or e-mail information, notice of the Settlement will also be provided through a Digital Notice Campaign that will include Google and Facebook. The Digital Notice Campaign consisting of 5 million impressions is expected to reach over 1.7 million nationwide.

26. As an additional method for reaching members of the Settlement Class for whom there is no direct mailing or e-mail information, notice of the Settlement will also be provided through in-store notice at NAPA retail stores throughout the country. The notice will be displayed for a period of ninety days. Other specifics, including the content of the in-store notice, are attached hereto as Exhibit 3.

C. Additional Notice and Class-Member Support

27. RG/2 will also create and maintain an operating website that: (i) provides members of the Settlement Class with general information about the Settlement, answers to frequently asked questions, important dates and deadline information, and a summary of Settlement benefits; (ii) contains downloadable copies of the Preliminary Approval Order, Long Form Class Notice, the Settlement Agreement, Claim Form, and, when filed, Class Counsels' motions for an attorneys' fees, costs, and for incentive awards for the Class Representatives; (iii) contains Spanish-language versions of the Long Form Notice and Claim Form; (iv) posts any subsequent notices agreed upon by the parties; and (v) allows members of the Settlement Class to submit claims.

28. RG/2 will make available a toll-free telephone number that will provide information to members of the Settlement Class and any other persons seeking information about the Settlement, as well as instructions on how to participate in the Settlement. The toll-free telephone number will be staffed by live operators during normal business hours, will be fully automated, and will operate 24 hours per day, seven days per week. Operators fluent in Spanish will be available to respond to calls placed by Spanish-speaking class members. Callers will have the option to leave a message in order to speak with an RG/2 representative, who will return their call within 24 hours.

CONCLUSION

29. At the conclusion of the notice campaign, RG/2 will provide a final declaration to counsel, verifying implementation of the Notice Plan.

30. Total cost for the notice and administration services outlined herein is estimated to be \$402,386.00.

31. Based on my knowledge, skill, and experience in class-action notice and claims administration, and based on the documents and information set forth above and the information contained in the parties' Settlement Agreement and otherwise provided to me by counsel for the parties, it is my opinion that the Notice Plan summarized herein will provide notice to at least 75 percent of the Settlement Class. Further, it is my opinion that the Notice Plan summarized herein provides the best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort, in accordance with applicable standards under Fed. R. Civ. P. 23 and due process, especially taking into account that direct notice will be provided to an estimated 80% or more members of the Settlement Class.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 16, 2022



William W. Wickersham

EXHIBIT 1



SETTING A NEW STANDARD IN CLASS ACTION CLAIMS ADMINISTRATION

PHILADELPHIA • NEW YORK • ATLANTA • SAN DIEGO • SAN FRANCISCO

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Class Action Experience

High-Quality Service at Competitive Rates

RG/2 Claims seasoned professionals utilize their vast class action experience, tax and financial management resources to deliver high-quality service at competitive rates.

RG/2 Claims is a boutique class action claims administration firm with a nationwide presence founded by seasoned class action practitioners and highly credentialed tax professionals. Our leadership team has a collective 100 years' experience working in the field of class action litigation and settlement administration to leverage for the benefit of counsel. Our team of driven class action attorneys, *highly credentialed CPAs and forensic accountants* approach each matter with a personal goal to shepherd the settlement through the process from settlement negotiations through final approval. Our personal attention and care ensures that the administration is handled in a seamless matter that allows counsel to proceed with the knowledge and confidence that their settlement will receive the attention and care that they demand. In addition, our operations and IT personnel bring individualized innovations to each engagement, driving the notice and settlement administration to conclusion. We have the experience to handle large settlements with the personal attention and care expected from a boutique firm.

RG/2 Claims recognizes that cutting-edge technology is the key to efficient and reliable claim processing. Our IT Group, including an experienced web design team, enables RG/2 Claims to employ technologies used to enhance accuracy, efficiency and interaction of all participants in the claims process. Our approach focuses on analysis of case needs, development of solutions to maximize resources and reduce costs through accurate and efficient data collection and entry, and ongoing maintenance and support. Throughout the entire claims process, our goal is to (1) optimize completeness, accuracy and efficiency of the data management system, including online integration; (2) validate critical fields and data; and (3) track opt-outs and claimant responses. RG/2 Claims' proprietary database application provides a *single source for managing the entire claims administration process and expediting decision making and resource management*. From the initial mailing through distribution of settlement funds and reconciliation of distributed payments, RG/2 Claims' CLEVerPay® system centralizes data, facilitating information sharing and efficient communication.



Cutting-Edge Technology and Skilled Resources

The CLEVerPay® System: A proprietary and revolutionary application developed exclusively by RG/2 Claims.

At RG/2 Claims, we developed a proprietary and customizable database with the goal of providing single-source management throughout the claims administration process, expediting decision making and resource management.

From the initial mailing through distribution of settlement funds and reconciliation of payments, RG/2 Claims' CLEVerPay® system centralizes the entire process while providing information sharing and communications solutions.

Our CLEVerPay® system is a robust and user-friendly resource that can be easily customized to meet your administration and distribution needs. We recognize how essential it is for data to be clean, centralized and readily accessible. RG/2 Claims' CLEVerPay® system has the capacity to assimilate and analyze large amounts of raw data from multiple inputs, to convert that raw data into useful information and to distribute the useful information in a variety of formats.

The integration of these elements results in timely and accurate distribution of secure payments generated from RG/2 Claims' single-source CLEVerPay® system.

For more information, please visit our website to download our CLEVerPay® System Datasheet at: <http://www.rg2claims.com/pdf/cleverPayDatasheet.pdf>.

Experienced Professionals Always There When You Need Us

RG/2 Claims principals have hands-on experience in both class action practice and settlement administration. Our combined access to resources and institutions allows us to deliver superior value-added service in all aspects of settlement administration.



GRANT RAWDIN, Esq., CFP®, CEO and co-founder, is an attorney, an accountant and a Certified Financial Planner™ practitioner. *Worth* magazine named him one of the “Best Financial Advisors in America.” Mr. Rawdin’s professional background includes more than 25 years of legal and accounting experience focused in tax, business, investment analysis, legal claims and class action settlement administration. Mr. Rawdin has a juris doctor degree from Temple University Beasley School of Law and a B.A. in English from Temple University, and he is admitted to practice law in Pennsylvania and New Jersey.

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MICHAEL A. GILLEN, CPA, CFE, CFF, President and co-founder, has more than 25 years of experience in many facets of litigation consulting services, with particular emphasis on criminal and civil controversies, damage measurement, fraud and embezzlement detection, forensic and investigative accounting, legal claims and class action settlement administration and taxation. He assists numerous attorneys and law firms in a variety of litigation matters. Mr. Gillen graduated from La Salle University with a B.S. in Accounting.

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MICHAEL J. LEE, CFA, COO, the chief architect of our proprietary CLEVerPay® system is a Chartered Financial Analyst with extensive experience in litigation consulting services, including damage assessment, measurement, evaluation, legal claims and class action settlement administration. Additionally, Mr. Lee has about a decade of experience in the financial services industry, with particular emphasis on securities valuation, securities research and analysis, investment management policies and procedures, compliance investigations and portfolio management in global equity markets. Mr. Lee has a B.S. in Business Administration with a dual major in Finance and Management from La Salle University and an M.B.A. in Finance from the NYU Stern School of Business.

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MELISSA BALDWIN, Director of Claims Administration—Employment and Consumer, has over 18 years of experience in the administration of class action matters, with focuses on project management, client communication, notice coordination, claims processing and auditing, and distribution in the class action practice areas of antitrust, consumer and labor and employment. As Notice and Correspondence Coordinator, Ms. Baldwin assisted in the administration of an antitrust matter involving nine defendant banks, which included over 47 million class members and the subsequent distribution of the \$330 million Settlement Fund to the valid class members. Ms. Baldwin has a B.S. in Business Administration from Drexel University.

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TINA M. CHIANGO, Director of Claims Administration—Securities and Antitrust, has over 20 years of experience in the administration of class action matters. Ms. Chiango focuses on project management; this includes establishing procedures and case workflow, client communications, notice coordination, overseeing the processing and auditing of claims, distribution to the class and preparing reports and filings for the court. Over the last 20 years, Ms. Chiango has worked on a broad spectrum of class action settlements including securities, antitrust, consumer and mass tort, among others. Ms. Chiango has a B.S. in Business Administration with a major in Accounting from Drexel University.

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WILLIAM W. WICKERSHAM, Esq., Senior Vice President, Business Development and Client Relations, focuses his practice on assisting clients in navigation of the claims administration process from pre-settlement consultation through disbursement in all class action practice areas, including, but not limited to, antitrust, consumer, labor and employment, and securities. As a seasoned director of client relations, he advises counsel on settlement administration plans and manages many large and complex class action settlements. Mr. Wickersham has also appeared in federal court on several occasions to successfully support counsel in the settlement approval process including complex securities, environmental and wage and hour matters. As a former securities class action attorney, he brings over a decade's worth of experience in the class action bar as a litigator and as a claims administrator. As a litigator, Mr. Wickersham was involved in several high profile litigations which resulted in recoveries for investors totaling over \$2.5 billion. Mr. Wickersham has a juris doctor degree from Fordham University School of Law, a B.A. from Skidmore College and is admitted to practice law in New York.

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CHRISTOPHER J. TUCCI, Esq., Vice President, Business Development and Client Relations, focuses on guiding clients through the class action claims administration process from pre-settlement consultation to innovative notice campaigns, to quality and cost-effective administration, to the ultimate distribution of funds. He advises clients on the administrative solutions for consumer, employment, securities, and antitrust class action. Mr. Tucci is recognized as an expert in the financial services legal community and is a sought after national speaker on litigation management, financial services laws, data security breaches, corporate investigations, and in-house counsel best practices. As a former senior in-house litigator for nearly two decades, he has extensive experience managing litigation for global financial services corporations, including dozens of securities, wage & hour, and consumer class actions matters. Mr. Tucci brings a unique perspective to class action matters with his deep practical experience in the management of litigation including selecting and managing outside counsel, handling internal investigations, communicating with state and federal regulators, and managing litigation from inception through settlement or dismissal. Mr. Tucci has a juris doctor degree from Widener University School of Law, a B.A. from the University of Delaware, and is admitted to practice in Pennsylvania and New Jersey.

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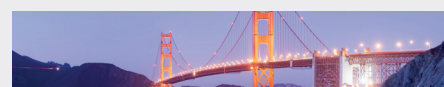
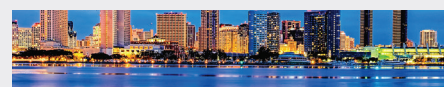
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Full Life-Cycle Support for Your Class Action With You Every Step of the Way

Whether engaged as a court-appointed settlement administrator, claims agent or disbursing agent, RG/2 Claims offers a complete range of claims, settlement administration and investment management services, including but not limited to:

PROFESSIONAL CASE MANAGEMENT CONSULTING

RG/2 Claims provides custom pre-settlement consultation and highly personalized attention throughout the life cycle of settlement administration. Each retention begins with an in-depth consultation concerning the specific needs of the case. Our professionals routinely and proactively identify administrative concerns and identify and propose solutions that avoid delay and remove unpredictability from the equation. We work through a coordinated approach involving a core of specialists that are intimately familiar with the case entrusted to our care. Our retentions result in effective and efficient solutions and greater peace of mind for busy lawyers.

NOTIFICATION PLANNING AND CAMPAIGNS

Whether routine or innovative, RG/2 Claims designs cost-effective and thorough notification plans that will suit your budget whether the settlement is national in scope or highly localized. RG/2 Claims guides you through the array of notice publication options at your disposal in a variety of media formats.

WEBSITE DESIGN

RG/2 Claims can assist in the design and hosting of a website specific to the client's needs to allow for document posting, as well as pertinent information and deadlines about the case. RG/2 Claims can also provide various options for claims filing, which includes an online portal that allows claimants to submit their claims and supporting documentation through the website.

CLAIMS PROCESSING

RG/2 Claims utilizes a proprietary and customizable database that provides a single-source management tool throughout the claims administration process, expediting decision making and resource management. RG/2 Claims' proprietary and sophisticated CLEVerPay® system centralizes the entire process while providing information sharing and communications solutions, from the initial mailing through distribution of settlement funds and reconciliation of payments.

DISTRIBUTION AND TAX SERVICES

RG/2 Claims' in-house tax, accounting and financial services professionals provide disbursement services, including management of checking, sweep, escrow and related cash accounts, as well as non-cash assets, such as credits, gift cards, warrants and stock certificates. RG/2 Claims' in-house CPAs provide a broad array of accounting services, including securing private letter rulings from the IRS regarding the tax reporting consequences of settlement payments, the preparation of settlement fund tax returns and the preparation and issuance of IRS Forms 1099 and W-2.

Range of Services

Offering Unparalleled Value

RG/2 offers a range of quality value-added services for your class action administration.

SECURITIES

RG/2 Claims' highly experienced team uses its various resources to locate beneficial holders of securities, including working with the Depository Trust Company and a proprietary list of nominee firms to identify and mail notices to the class. With RG/2 Claims' CLEVerPay system, claims are processed efficiently and accurately using our proprietary damage grid that calculates class member damages in accordance with a broad array of complex plans of allocation. Claims are automatically flagged through a validation process so RG/2 Claims can communicate with class members concerning their claims and can assist them in filing claims that are complete and properly documented. Once ready for distribution, RG/2 Claims conducts an audit of the claims to insure against calculation errors and possible fraudulent claims. Once the audit is completed, RG/2 Claims calculates distribution amounts for eligible class members in accordance with the plan of allocation and issues checks and any applicable tax documents. RG/2 Claims is also often called upon to act as the Escrow Agent for the Settlement Fund, investing the funds and filing all required tax returns.

ANTITRUST

Because of the high-dollar settlements involved in most antitrust cases and potential large recoveries on behalf of class members, RG/2 Claims understands the importance of accuracy and attention to detail for these cases. RG/2 Claims works with counsel to arrive at the best possible plan to provide notice to the class. With RG/2 Claims' CLEVerPay system, claims filed with a large volume of data, which is common in an antitrust case, can be quickly and easily uploaded into our database for proper auditing. Our highly-trained staff consults with counsel to apply an audit plan to process claims in an efficient manner while ensuring that all claims meet class guidelines. Once ready for distribution, RG/2 Claims calculates check amounts for eligible class members in accordance with the plan of allocation and will issue checks (including wire transfers for large distributions) as well as any necessary tax documents. RG/2 Claims is also available to act as the Escrow Agent for the Settlement Fund, investing the funds and filing all required tax returns.

EMPLOYMENT

With an experienced team of attorneys, CPAs, damage experts and settlement administrators, RG/2 Claims handles all aspects of complex employment settlements, including collective actions, FLSA, gender discrimination, wage-and-hour and, in particular, California state court class and PAGA settlements. RG/2 Claims utilizes technological solutions to securely receive and store class data, parse data for applicable employment information, personalize consents forms or claim forms, collect consents or claims electronically, calculate settlement amounts and make payments through our proprietary CLEVerPay system. Our proprietary database also allows for up-to-the-minute statistical reporting for returned mail, consents or claims received and exclusions submitted. Our CPAs concentrate on withholding and payroll issues and IRC section 468(B) compliance and reporting. Customizable case-specific websites allow for online notification and claims filing capabilities. With Spanish/English bilingual call center representatives on-staff, class members are provided immediate attention to their needs.

CONSUMER

RG/2 Claims handles a wide range of complex consumer matters with notice dissemination to millions of class members and with settlements involving cash, coupons, credits and gift cards. Our experienced claims administrators are available to provide guidance on media, notice and distribution plans that are compliant with the Class Action Fairness Act and the state federal rules governing notice, and that are most beneficial to the class. Our proprietary CLEVerPay system provides a secure and efficient way to track class member data, claims and payments. Integrated with our database, we can provide a user-friendly claims filing portal that will allow class members to complete a static claim form or log-in using user-specific credentials to view and submit a claim personalized just for that user. A similar online portal can be provided as a highly cost-effective method for distribution where the class member can log in to obtain coupons, vouchers or credits as their settlement award.

Effective administration requires proactive planning and precise execution. Before we undertake any matter, we work with you to develop a specific plan for the administration of your case. The service plan is comprehensive, complete and tailored to your specific needs.

RG/2 CLAIMS PROVIDES THE SERVICES SUMMARIZED BELOW:

- Technical consultation during formulation of settlement agreement, including data collection criteria and tax consequences
- Design and development of notice and administration plan, including claim form design and layout
- Claim form and notice printing and mailing services
- Dedicated claimant email address with monitoring and reply service
- Calculation and allocation of class member payments
- Claim form follow-up, including issuing notices to deficient and rejected claims
- Mail forwarding
- Claimant locator services
- Live phone support for claimant inquiries and requests
- Claim form processing
- Claim form review and audit
- Check printing and issuance
- Design and hosting of website access portals
- Online claim receipt confirmation portal
- Ongoing technical consultation throughout the life cycle of the case
- Check and claim form replacement upon request

WE ALSO PROVIDE THE FOLLOWING OPTIONAL SERVICES:

- Periodic status reporting
- Customized rapid reporting on demand
- Issue reminder postcards
- Consultation on damage analyses, calculation and valuation
- Interpretation of raw data to conform to plan of allocation
- Issue claim receipt notification postcards
- Online portal to provide claims forms, status and contact information
- Dedicated toll-free claimant assistance line
- Evaluation and determination of claimant disputes
- Opt-out/Objection processing
- Notice translation
- Integrated notice campaigns, including broadcast, print and e-campaigns
- Pre-paid claim return mail envelope service
- Web-based claim filing
- 24/7 call center support
- Damage measurement and development of an equitable plan of allocation

WE ALSO PROVIDE CALCULATION AND WITHHOLDING OF ALL REQUIRED FEDERAL AND STATE TAX PAYMENTS, INCLUDING:

- Individual class member payments
- Qualified Settlement Fund (QSF) tax filings
- Employment tax filings and remittance
- Generation and issuance of W-2s and 1099s
- Integrated reporting and remittance services, as well as client-friendly data reports for self-filing

**Don't see the service you are looking for?
Ask us. We will make it happen.**

FOR MORE INFORMATION, PLEASE CONTACT:

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BOUTIQUE ADMINISTRATOR WITH WORLD-CLASS CAPABILITIES

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EXHIBIT 2

Class Notice Campaign Proposal



Claims Administration LLC

**NAPA *Quality* Tractor Hydraulic & Transmission
Fluid and Warren THF Products**

Strategy overview

- 90-day print national campaign with heavy emphasis on the Key States of Texas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee & Virginia.
 - **Print:**
 - national agriculture magazines
 - **Digital:**
 - Google Search Engine Marketing
 - Google Display Ads
 - Facebook
 - **Press Release** – PRWeb
- Where possible, the campaign will be weighted heavily in the eight key states listed above
- All online media will be tested and start with the allocation of funds and targeting as specified in this notice plan. As the campaign progresses, optimization will occur, based on such factors as reach, impressions, clicks to the website and, claim volume will be evaluated so modifications to variables can be made as appropriate. Modifications to variables may include creative (messaging, visuals), targeting, frequency caps, reallocation of budgeted dollars among the media. Elimination of a particular platform is possible if performance is lagging behind expectations. The length of this campaign provides an excellent opportunity for such testing and optimization.
- Call-to-action – Visit <http://www.xxxxxxxxxx.com>, the website for more information. Print publications will offer a phone number and mailing address of RG2 Claims Administration
- Digital ad banners will appear on desktop, tablet and mobile devices.

Target audience/members of the class

The class is comprised of all purchasers of NAPA *Quality* Tractor Hydraulic & Transmission Fluid and Warren THF Products within a date range of July 26, 2014, to present. The size of the class is estimated at ~147,944 purchasers. At 70%, the target reach is ~103,561. It is estimated that there is complete contact information for mailing purposes of ~123,433 purchasers, leaving a balance of ~19,872 of purchasers to reach.

PRINT PUBLICATIONS

Overview – Print placements in national magazines targeted to farmers and the agricultural community. All ads will run 1x during the 90-day campaign. Size varies by publication, but *approximately* 4.625"x6.75" to 7.25"x10.375". Total circulation estimated at 1,265,973.

PUBLICATION*	CIRCULATION	AD SIZE
Successful Farming	393,942	Full page (7-3/8"x10")

Progressive Farmer	362,000	Two-third page (4.65"x9.75")
Farm & Ranch Living	175,000	Full page (7.25" x 10.375")
Farm Journal	335,031	Junior page (4.625"x6.75")
TOTAL	1,265,973	

*Publications reserve the right to refuse placement of ads

GOOGLE DISPLAY AND SEARCH

Overview

The display ads are primarily an awareness medium because click-through rates are historically very low in this type of campaign. The ads will appear on targeted sites by topic that consumers are visiting, but consumers do not go to the site to view any particular third-party ad. We will increase ad rotation in the eight key states.

IMPRESSIONS
2,500,000

Six banner ad sizes will be prepared and submitted to Google for insertion as inventory is available. The pixel sizes are:

250 x 250 – Square
200 x 200 – Small square
468 x 60 – Banner
970 x 90 – Large leaderboard
120 x 600 – Skyscraper
160 x 600 – Wide skyscraper

The ads will consist of a:

- > Photo (where ad size permits)
- > Short headline (at least 1, or up to 5 headlines, of 30 characters or fewer)
- > Long headline (90 characters or fewer)
- > Description (at least 1, or up to 5 descriptions)

We will notify the media to exclude the following site categories: sexually suggestive, profanity and rough language and those that are not yet labeled.

Target Demos

Age: adults 25+

Language: English

Topic selections

Agriculture & Forestry, Industrial Materials & Equipment

Tactical implementation

- We will create two ads in each of six sizes, so Google has the flexibility to publish ads on sites in their display network based on ad size availability. Then we will optimize the ads that are meeting performance expectations and pause ads that are performing poorly.

- Each ad will allow the consumer to click through to the settlement website. Because of some of the more generic topics driving consumers to the site, we expect that you will have a low Google Quality Score. Google Analytics will be a valuable tool in evaluating traffic to the site and in ascertaining what happens once they get there.

GOOGLE SEARCH ENGINE MARKETING

Overview

Google search ads nationally will appear when the target market queries words/phrases that are germane to Agriculture & Forestry, Industrial Materials & Equipment

IMPRESSIONS
1,250,000

Typical keyword phrases

303 THF, tractor hydraulic fluid, NAPA Quality Tractor Hydraulic & Transmission Fluid, Warren 303 Tractor Fluid, Carquest 303 Tractor Hydraulic Fluid, Coastal 303 Tractor Fluid, and/or Lubriguard Tractor Hydraulic and Transmission Oil, etc. An extensive list will be prepared and submitted for approval.

Target Demos

Adults: 25+

Language: English

Ad size

All text, no photos permitted with this format. Three headlines of 30 characters and two description lines of 90 characters.

Tactical implementation

- We will create a series of ads to appear on the SERP Then we will optimize the campaign by pausing ads that are performing poorly and reallocate budget to the ads that generate the highest click through rate.
- Each ad will allow the consumer to click through to the settlement website. Because of some of the more generic topics driving consumers to the site, we expect that you will have a low Google Quality Score. Google Analytics will be a valuable tool in evaluating traffic to the site and in ascertaining what happens once they get there.

FACEBOOK DIGITAL CAMPAIGN

90-day Facebook national campaign will test two ads.

IMPRESSIONS	REACH
1,250,000	500,000

*All **Facebook** platform assets will be used to start such as Instagram, Marketplace, Messenger, Instant articles. Facebook newsfeed.

Target Demos

Adults: 25+

Language: English

Ad size

Feed text: 125 characters

Feed headline: 25 characters

Feed link description: 30 characters

Ad must be 600x600 pixels (8.25" x 8.24" desktop) and contain less than 20% text

On Facebook, interest areas include: People who match: Dairy farming, Agribusiness, Agronomy, Farmer, Agricultural machinery, Poultry farming, Organic farming, United States Department of Agriculture, Field (agriculture), Agricultural science, Farm, Agricultural cooperative or Agriculture. Industry: Farming, Fishing and Forestry

Tactical implementation

- We will test more than one version of the ad to optimize on messaging
- Budget allocations within the Facebook platforms can be adjusted based on performance

PRESS RELEASE

The Notice Plan will also include the distribution of a press release to go out at the launch of the notice campaign to raise consumer awareness to the settlement. The national release would be offered to online news outlets and other sites via PRWeb.

Campaign timing

Once a start date is determined, the agency will develop a timeline for the campaign. All ads must be approved by the media prior to going live. In the early stages of the campaign, we may alter the pace by either accelerating or holding back digital impressions to get an indication of performance.

General notes

All digital and social campaigns are subject to fine-tuning once the campaigns start. Near real-time data allows to us monitor and manage the campaigns as they are in progress.

The numbers stated in this proposal are estimates and in no way should they be construed as guarantees of performance.

Media summary

PLATFORM	IMPRESSIONS	REACH
Print – national	1,265,973	1,265,973
Digital – Google Display	2,500,000	TBD
Digital – Google Search	1,250,000	TBD
Digital – Facebook	1,250,000	500,000
Total	6,265,973	1,765,973

We are not counting reach or pass along circulation for print media so impressions and reach are the same.

All representations of impressions and reach are estimates. We calculate the impression and reach estimates based on the midpoint of the range provided by the medium.

EXHIBIT 3

IN-STORE NOTICE

- TO BE POSTED WITHIN 30 DAYS OF PRELIMINARY APPROVAL AND FOR AT LEAST 90 DAYS DURING THE CLAIM PERIOD
- TO BE POSTED IN NAPA STORES IN UNITED STATES, ITS TERRITORIES, AND IN THE DISTRICT OF COLUMBIA
- TO BE POSTED IN THE SECTION OF NAPA STORES
- TO BE POSTED ON 8.5" BY 11" PAPER AND LAMINATED; 14 POINT FONT

LEGAL NOTICE

If you purchased NAPA *Quality* Tractor Hydraulic & Transmission Fluid and/or Warren 303 Tractor Fluid, you may benefit from a proposed class-action settlement.

A settlement has been reached in a class-action lawsuit asserting claims based on purchase and use of NAPA *Quality* Tractor Hydraulic & Transmission Fluid and Warren 303 Tractor Fluid.

You may be a member of the settlement class if you purchased NAPA *Quality* Tractor Hydraulic & Transmission Fluid or Warren 303 Tractor Fluid in the United States, its territories, or the District of Columbia during the class period.

If the settlement is approved, the award for each member of the settlement class will be based on the number purchases during the class period as well as the value of any valid claim for repair, parts, or equipment damage. You must submit a claim to receive an award. You can obtain and submit a claim form through the settlement website at www.warrentractorhydraulicfluidsettlement.com.

For comprehensive information about the settlement, including the longer notice of settlement and the Settlement Agreement with the precise terms and conditions of the Settlement, please see www.warrentractorhydraulicfluidsettlement.com or call [INSERT SETTLEMENT PHONE NUMBER]. You can also obtain information on how to request to be excluded at www.warrentractorhydraulicfluidsettlement.com. If you are a member of the settlement class, you will be bound by the settlement unless you request to be excluded by _____, 2022.

The Court will decide whether to approve the Proposed Settlement at the Final Fairness Hearing on _____ at _____ p.m. at the United States District Court for the Western District of Missouri, 400 E. 9th Street, Kansas City, Missouri, 64106. The date is subject to change.